

RAILEASE

RAIL
Business Center Building
P.O. Box 1518
Bellevue, Washington 98009
Telephone (206) 476-7400

RECORDATION NO. 12783-K
FILED 1425

FEB 24 1989 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

February 1, 1989

Ms. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RE: RAILEASE Inc Equipment Trust, Assignment,
1981 Series A - Amendment Agreement,
Bill of Sale

Madam:

In accordance with the provisions of 49 U.S.C. {11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there are submitted herewith for filing and recordation counterparts of the following documents:

- (1) Amendment Agreement, dated as of February 1, 1989, amending an Equipment Trust Agreement dated as of January 15, 1981 between THE CONNECTICUT BANK AND TRUST COMPANY, N.A., as Trustee, and RAILEASE Inc, a Washington corporation, and amending an Assignment dated as of January 15, 1981 between the said Trustee as Assignee and RAILEASE Inc as Assignor (six executed counterparts).
- (2) Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. to RAILEASE Inc, releasing certain trust equipment from said Equipment Trust Agreement and Assignment (six executed counterparts).

The address of RAILEASE Inc is 777 - 106th Avenue N.E., Bellevue, Washington 98004, and the address of THE CONNECTICUT BANK AND TRUST COMPANY, N.A. is One Constitution Plaza, Hartford, Connecticut 06115.

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on May 20, 1981 at 9:25 a.m. and assigned Recordation No. 12783-B. The Assignment amended by this Amendment Agreement was originally filed with the ICC on May 20, 1981 at 9:25 a.m. and assigned Recordation No. 12783-C. We request that this Amendment Agreement and the Bill of Sale be assigned the next available letter designations under such primary number.

Ms. Agatha Mergenovich
February 1, 1989
Page Two

Also, please cross-index the Amendment Agreement with the following document:

- 1) Equipment Lease dated as of October 31, 1980 between RAILEASE Inc as lessor and Richard B. Ogilive, Trustee of the Property of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, as lessee (the interests of said Lessee were subsequently acquired by The Milwaukee Road, Inc., which has since merged into Soo Line Railroad Company).

Filed January 19, 1981 at 1:35 p.m. Recordation No. 12783

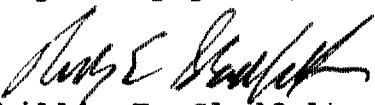
The equipment covered by the Amendment Agreement to the Equipment Trust Agreement and the Assignment is described on Exhibits A and B hereto, respectively. The Amendment Agreement deletes cars MILW 81442, MILW 81516 and MILW 81669 from the Equipment Trust Agreement and the Assignment. The Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. confirms deletion of such cars released from the Equipment Trust Agreement and the Assignment.

Enclosed is a check in the amount of \$30 to cover the ICC recordation and cross-indexing fees.

Please retain one counterpart of this letter and the above-described documents for your files, and return the remaining counterparts, with the filing data stamped thereon, to the undersigned in the return envelope provided.

If possible, I would appreciate a telephone call at (206) 455-7544 advising me when recordation has occurred, pending receipt of the documents to be returned to me by mail.

Very truly yours,


Phillip E. Gladfelter
Counsel

Attachments

EXHIBIT A

Exhibit A
to
Amendment Agreement
Dated as of February 1, 1989

SCHEDULE A
TO EQUIPMENT TRUST AGREEMENT
Description of Trust Equipment

<u>Quantity</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Car Numbers (all inclusive)</u>	<u>Date of Earliest Service</u>	<u>*Term of Lease</u>	<u>Quarterly Rental</u>
457	PACCAR Inc PC-723 as amended	52'6" 100 ton general purpose gondola car	GB	MILW 81238 through 81384 MILW 81386 through 81441 MILW 81443 through 81455 MILW 81457 through 81515 MILW 81517 through 81668 MILW 81670 through 81699	January 1981	18 years	\$1,074.24 per car

*Subject to early termination as provided in Section 3 thereof.

EXHIBIT B

Exhibit B
to
Amendment Agreement
Dated as of February 1, 1989

EXHIBIT A

TO

ASSIGNMENT

Lease and leased Trust Equipment subject to the Assignment*

<u>Lease/Lessee</u>	<u>No. of Units</u>	<u>Road Numbers (incl.)</u>	<u>Unit Description</u>	<u>AAR Mechanical Designatio</u>
Equipment Lease 10/31/80 between RAILEASE Inc, lessor, and Soo Line Railroad Company, a Minne- sota Corporation, (and successor by merger to the Milwaukee Road, Inc., which acquired the rights and obligations of Richard B. Ogilvie, trustee of the property of Chicago, Milwaukee, St. Paul & Pacific RR Co., debtor), as lessee (ICC recordation #12783 (1/19/81, 1:35 pm)), as amended	457	MILW 81238 through 81384 MILW 81386 through 81441 MILW 81443 through 81455 MILW 81457 through 81515 MILW 81517 through 81668 MILW 81670 through 81699	52' 6" general purpose gondola car	GB

*Information set forth under column headings is for Existing Lease only

BILL OF SALE

The Connecticut Bank and Trust Company, N.A., as Trustee ("Trustee") under RAILEASE Inc Equipment Trust 1981 Series A dated as of January 15, 1981 between said Trustee and RAILEASE Inc, and as Assignee under a related Assignment (the "Assignment") dated as of January 15, 1981 between RAILEASE Inc as Assignor and said Trustee, assigning Assignor's interest under an Equipment Lease dated as of October 31, 1980 between Assignor as Lessor and Soo Line Railroad Company (successor to the interests of The Milwaukee Road, Inc. and Richard B. Ogilvie, Trustee of the Property of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor), as Lessee, in consideration of the sum of ONE DOLLAR (\$1.00) to it paid and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto RAILEASE Inc, a Washington Corporation, Transferee, all right, title and interest of the Trustee in and to the following railroad equipment:

<u>Quantity</u>	<u>Type</u>	<u>Railroad Nos.</u>	<u>RECORDED</u> <u>12783-K</u>
3	52'6" 100 Ton general purpose gondola car (GB)	MILW 81442 MILW 81516 MILW 81669	FEB 24 1989 2 05 PM INTERSTATE COMMERCE COMMISSION

which equipment (the "Equipment") has been heretofore owned by Trustee as Trustee under said Equipment Trust Agreement and has been heretofore subject to said Assignment.

TO HAVE AND TO HOLD all and singular the aforesaid interests in the Equipment to said Transferee, and its respective successors and assigns, for its and their own use and behoof forever.

This Bill of Sale relinquishes all rights of the Trustee in and to the Equipment herein described, and releases said Equipment from all terms and provisions of said Equipment Trust Agreement and said Assignment.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed as of this 1st day of February, 1989.

THE CONNECTICUT BANK AND TRUST COMPANY, N.A., TRUSTEE

(Seal)

By: [Signature]
Title: Authorized Officer

ATTEST:

By: [Signature]
Authorized Officer

STATE OF CONNECTICUT)
) ss.:
COUNTY OF HARTFORD)

On this 3rd day of February, 1989, before me personally appeared V. Kreuscher, who being by me duly sworn, says (s)he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, N.A., that the seal affixed to the foregoing instrument is the seal of said Corporation by authority of its By-Laws, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

[Signature]
NANCY C. HOSKINS Notary Public
NOTARY PUBLIC

MY COMMISSION EXPIRES: MY COMMISSION EXPIRES MARCH 31, 1992